

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
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**Atlanta, Georgia 30334-1530**

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**CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that the articles of incorporation of

**LAKE RABUN ASSOCIATION, INC.**  
**A DOMESTIC PROFIT CORPORATION**  
*Non -*

have been duly restated and amended by the filing of articles of restatement in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Cathy Cox*

Cathy Cox  
Secretary of State

**RESTATEMENT AND AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
LAKE RABUN ASSOCIATION, INC.**

**ARTICLE I.**

The name of the corporation is "Lake Rabun Association, Inc." (the "Corporation").

**ARTICLE II.**

The text of the Amended and Restated Articles of Incorporation of the Corporation reads as follows:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LAKE RABUN ASSOCIATION, INC.**

(A Nonprofit Corporation)

**I.**

The name of the corporation is " Lake Rabun Association, Inc." (the "Corporation").

**II.**

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

**III.**

The Corporation shall have perpetual duration.

**IV.**

A. The Corporation is a nonprofit corporation organized for the following exclusively social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Articles of Incorporation as the "Code"): To acquire,

establish, retain and maintain a fund or funds to be held, invested and used exclusively for social welfare purposes, specifically including the conservation and preservation of Lake Rabun and the surrounding community as an aesthetic, recreational and educational resource for the general public, especially those members of the public residing in the Lake Rabun community or otherwise making use of Lake Rabun, and to engage in any lawful act or activities related to the foregoing that are consistent with the provisions of section 501(c)(4) of the Code.

B. The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of any individual, except as reasonable compensation for services actually rendered by such individual or as payments and distributions in furtherance of the purposes set forth in this Article IV. It is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(4) of the Code; therefore, notwithstanding any other provision in these Articles, the Corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the Corporation is organized, and the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under sections 501(a) and 501(c)(4) of the Code.

#### V.

Unless otherwise provided in these Articles of Incorporation or in the Bylaws of the Corporation, the Corporation shall have all of the powers conferred upon nonprofit corporations under the Georgia Nonprofit Corporation Code, to be exercised solely in furtherance of the social welfare purposes described in Article IV hereof.

#### VI.

In the event of the dissolution of the Corporation, after payment of or provision for all liabilities of the Corporation, all of the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same or similar purposes for which the Corporation is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for charitable purposes, which shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of section 501(c)(4) or section 501(c)(3) of the Code. In the event that for any reason upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, the senior judge of the Superior Court of Rabun County, Georgia shall make such distribution as herein provided upon the application of one or more persons having an interest in the Corporation or its assets.

#### VII.

The Corporation shall be a membership organization. It shall have no capital stock and it shall have no shareholders.

#### VIII.

The affairs of the Corporation shall be managed by a Board of Trustees consisting of at least three and no more than twenty-one members. The exact number and the method of election of the members of the Board of Directors, as well as any qualifications for being a member of the Board of Directors, shall be as provided from time to time by or pursuant to the Bylaws of the Corporation.

#### IX.

No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her duty of care or other duty as a director; provided, that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Georgia Nonprofit Corporation Code or any successor law or laws.

#### X.

The address of the registered and principal office of the Corporation is 36-B Stave Mill Drive, Clayton, Georgia 30525, and the registered agent of the Corporation at such address is C. Lloyd Clay.

#### XI.

The Articles of Incorporation of the Corporation may be amended by the affirmative vote of a majority of the members of the Corporation at a meeting at which a quorum is present, as provided from time to time pursuant to the Bylaws and as permitted in the Georgia Nonprofit Corporation Code (or the corresponding provision of any future Georgia nonprofit corporation law); provided, however, that no amendment may be made that would cause the Corporation no longer to be qualified as an exempt organization described in section 501(a) of the Code.

#### ARTICLE III.

The Corporation has no members entitled to vote on these amendments to the Corporation's Articles of Incorporation. These Amended and Restated Articles of Incorporation include amendments to the Articles of Incorporation that were adopted by unanimous vote of the Trustees of the Corporation then in office on May 29, 1999.

DULY EXECUTED, this 12<sup>th</sup> day of Aug., 1999.

Lake Rabun Association, Inc.

By: Betty R. Moore  
Betty R. Moore, President

SECRETARY OF STATE

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